



SIAM STEEL SERVICE CENTER PUBLIC COMPANY LIMITED

Board of Directors Charter

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(Amended by the Board of Directors Meeting No. 2/2025 on May 13, 2025)

1. Objectives

The Board of Directors is the driving force of the organization, with the role and responsibility of determining the strategies and policies for the company's business operations, as well as overseeing and managing the company and its subsidiaries. The Board of Directors must perform its duties with responsibility, diligence, prudence, honesty, and integrity, and protect the interests of the company and its subsidiaries for the long-term benefit of shareholders.

The Board of Directors must act fairly towards stakeholders under the principles of good corporate governance, including overseeing the operations of the company and its subsidiaries to ensure compliance with laws, objectives, regulations, and resolutions of the Board of Directors meetings, as well as resolutions of shareholder meetings. In addition, the Board of Directors has the role and responsibility of overseeing and evaluating the performance of the President and management team in managing the business of the company and its subsidiaries to achieve the planned objectives.

2. Board of Directors Composition

The company stipulates a minimum of 5 directors, and at least half of the total number of directors must reside in the Kingdom of Thailand. The board must comprise executive directors, non-executive directors, and independent directors. The proportion of independent directors must be at least one-third of the total number of directors, but not less than 3. The proportion of executive directors must not exceed half of the total number of directors. Furthermore, there should be at least one non-executive director with experience in the company's business.

The company's board of directors has stipulated that the chairman of the board is a separate individual from the vice president to ensure checks and balances on the management's work. The roles, duties, and responsibilities of the chairman and the vice president are clearly defined. The size of the board will be determined based on the size and type of business, incorporating necessary knowledge, skills, experience, and specific qualifications (Board Skill Matrix). The board will also ensure diversity and alignment with the company's goals, strategies, and business direction, without discrimination based on gender, race, or any other distinction, to ensure a complete and beneficial board composition for the company.

3. General Qualifications of Directors

- (1) Must not have any disqualifying characteristics as per relevant laws, regulations, rules, and relevant regulations
- (2) Must possess leadership qualities, vision, honesty, integrity, and ethical conduct in business
- (3) Must have specialized knowledge, skills, experience, and abilities that are beneficial to the company and its subsidiaries

(4) Must be able to express opinions and exercise independent judgment in making decisions on various matters, taking into account the best interests of the company, all shareholders, and all stakeholders.

(5) Must be able to dedicate sufficient time to perform the duties and responsibilities of a director

(6) Must have knowledge and understanding of the roles, duties, and responsibilities of a director according to the principles of good corporate governance

4. Qualifications of Independent Directors

The Company defines independent directors in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as per the Capital Market Supervisory Board Announcement No. Tor.Jor. 4/2552 on Application and Permission to Offer Newly Issued Shares (No. 2), dated February 20, 2009. Specifically, an independent director is defined as a director with the following qualifications:

(a) Holding no more than 0.50% of the total voting shares of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling shareholders. This includes shareholdings of related parties of the independent director.

(b) Not being, or never having been, a director involved in management, an employee, a salaried consultant, or a controlling shareholder of the Company, its parent company, subsidiaries, associated companies, related subsidiaries, major shareholders, or controlling shareholders, unless such characteristics have ceased to exist for at least two years prior to the date of application for permission to the Office. This prohibition excludes cases where an independent director was formerly a government officer or consultant of a government agency that is a major shareholder or controlling shareholder of the Company.

(c) Not being a person with a blood relationship or legally registered relationship as a parent, spouse, sibling, child, or spouse of a child of an executive or major shareholder, a person with controlling power or a person to be nominated as an executive or person with controlling power of the company or its subsidiaries.

(d) Does not have or has never had a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in a manner that may hinder the exercise of its independent judgment, including not being or having never been a significant shareholder or controlling person of a person who has a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless such relationship has ceased to exist for at least two years prior to the date of application for permission to the Office.

The business relationship under paragraph one includes commercial transactions conducted regularly for the purpose of conducting business, leasing or renting real estate, transactions involving assets or services, or providing or receiving financial assistance through loans, guarantees, providing

assets as collateral for debts, including other similar circumstances which result in the Company or the counterparty having a debt obligation to the other party of at least three percent of the Company's net tangible assets or twenty million baht or more, whichever is lower. The calculation of such debt obligation shall be in accordance with the method of calculating the value of related party transactions as per the Capital Market Supervisory Board's announcement on criteria for related party transactions, by analogy. However, in considering such debt obligation, debt obligations incurred during the year prior to the date of having a business relationship with the same person shall be included.

(e) Not being, or never having been, an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and is not, a significant shareholder, controlling person, or partner of an auditing firm to which the auditors of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company belong, unless such characteristics have ceased to exist for at least two years prior to the date of application for permission to the Office.

(f) Not being, or never having been, any professional service provider, including legal or financial advisory services, who has received fees exceeding two million baht per year from the company, its parent company, subsidiary, joint venture, major shareholder, or controlling person of the company, and is not a significant shareholder, controlling person, or partner of such professional service provider, unless such characteristics have ceased to exist for at least two years prior to the date of application for permission to the Office.

(g) Not being a director appointed to represent the company's directors, major shareholders, or shareholders related to major shareholders.

(h) Not engaging in business of the same nature and significantly competing with the company or its subsidiaries, or being a significant partner in a partnership, or a director involved in management, an employee, a salaried consultant, or holding more than one percent of the total voting shares of another company that engages in business of the same nature and significantly competing with the company or its subsidiaries.

(i) Not having any other characteristics that would prevent them from giving an independent opinion on the company's operations.

After being appointed as an independent director with characteristics as described in paragraphs (a) to (i), the independent director may be delegated by the Board of Directors to make decisions regarding the operations of the Company, its parent company, subsidiaries, associated companies, related subsidiaries, major shareholders, or controlling persons of the Company, with decisions made in the form of collective decision.

The provisions of clauses (b), (c), (e), and (f), which require consideration of the qualifications of the Company's independent directors during the two years prior to the date of application for permission to the Office, shall apply to applications for permission submitted to the Office from 1 July 2010 onwards.

In the event that a person appointed by the Company to the position of independent director is a person who has, or has had, a business relationship or professional service exceeding the value specified in clause (d) or clause (f), the Company shall be granted an exemption from the prohibition on having or having had a business relationship or professional service exceeding such value only if the Company has provided an opinion from the Board of Directors stating that, in accordance with the principles in Section 89/7, the appointment of such person will not affect the performance of duties and independent opinions, and has provided the following information in the notice of the shareholders' meeting regarding the consideration of the appointment of independent directors.

a. The nature of the business relationship or professional service that causes such person to be disqualified from the established criteria.

b. The reasons and necessity for maintaining or appointing such person as an independent director.

c. The opinion of the company's board of directors in proposing the appointment of such person as an independent director.

For the purposes of clauses (e) and (f), the term "partner" means a person authorized by the auditing firm or professional service provider to sign the audit report or professional service report (as the case may be) on behalf of that legal entity.

5. Quorum and Meeting

The Board of Directors will schedule meetings in advance on an annual basis and inform all directors so they can allocate their time to attend. The Board encourages regular attendance by each director, with a minimum of four meetings per year, and may hold additional special meetings as needed.

Agenda Setting

The Chairman and the Lead Independent Director will jointly determine the meeting agenda. Each director may freely propose agenda items. The number of meetings and attendance of each director and sub-committee member will be disclosed in the company's Annual Report (Form 56-1 One Report).

Furthermore, the Board of Directors encourages non-executive directors and independent directors to hold meetings among themselves as needed, or at least once a year, without management participation, to discuss and express opinions on various issues freely. At each meeting, the chairman will allow each director to express their opinions freely, and appropriate time will be allocated for each agenda item. If any director has a conflict of interest in a matter under consideration, they will inform the meeting and will refrain from expressing an opinion or voting on that matter.

Decisions of the Board of Directors meetings shall be made by a majority vote. Each committee member has one vote. If the votes are tied, the chairman of the meeting will cast an additional vote as the deciding vote.

Furthermore, the company has established a minimum quorum policy for board meetings, requiring the presence of at least two-thirds of the total number of directors to vote.

The board of directors assign that the company secretary send meeting invitations and supporting documents for each agenda item to directors at least seven days in advance of the meeting to allow them sufficient time to study the information. Directors may request additional documents from management or relevant departments, or invite company executives or employees to attend the meeting to clarify issues. The company secretary is also required to prepare accurate and complete written minutes of the meeting.

6. Election/Appointment of Directors

The election of directors to replace those who have retired by rotation, we require approval from the shareholders' meeting. However, when a director's position becomes vacant for reasons other than the expiration of their term, the Nomination and Remuneration Committee may consider and nominate a new director to the Board of Directors for appointment at the next Board meeting, unless the remaining term of the director is less than two months. The person appointed as a replacement director will only serve for the remaining term of the director they replaced.

7. Term of Office

The term of office for directors of the company is governed by the Public Company Limited Act B.E. 2535 (1992) and the company's regulations. These regulations stipulate that at the annual general meeting of shareholders, one-third of the total number of directors must retire, with the longest-serving directors resigning first. If the number of directors to retire cannot be divided exactly into three parts, the number closest to one-third of the total number of directors will retire. Directors who retire may be re-elected for re-election, with no limit on the number of terms. The Nomination and Remuneration Committee will select and propose suitable individuals to the Board of Directors for appointment as directors, and this will then be presented to the shareholders' meeting for approval.

In addition to the expiration of their term, directors are removed from office when:

- 1) Die
- 2) Resign
- 3) Lack the qualifications or possess disqualifying characteristics as stipulated by the Public Limited Company Act and/or the Securities and Exchange Act.
- 4) A shareholders' meeting resolves to remove them from their position as a company director with a vote of not less than three-fourths of the number of shareholders present and entitled to vote, and holding a combined total of not less than half of the shares held by the shareholders present and entitled to vote.
- 5) A court orders their removal

8. Duties and Responsibilities of the Board of Directors

(1) To oversee the company's business operations in accordance with laws, regulations, board resolutions, and shareholder meeting resolutions (Duty of Obedience), with due diligence and prudence (Duty of Care), honesty and integrity (Duty of Loyalty), and to disclose financial and non-financial information accurately, sufficiently, and in a timely manner (Duty of Disclosure).

(2) To define the vision, mission, objectives, strategies, and key business plans, as well as the allocation of resources and budgets to achieve the goal of driving the organization towards sustainability, and to ensure that these are reviewed at least once a year.

(3) To oversee and monitor the company's business operations to ensure they are in accordance with the company's objectives, strategies, plans, and budget, as well as corporate governance policies, business ethics, and anti-corruption policies.

(4) To oversee the financial reports preparation, disclosure of important information in order to ensure accuracy, completeness and reliability, including monitoring the adequacy of the company's financial liquidity and ability to repay debts.

(5) To oversee the company's internal control systems, internal audits, and effective checks and balances mechanisms in financial, operational, and legal compliance aspects, including the establishment of an independent internal audit unit reporting directly to the Audit Committee.

(6) To set a risk management system, define policies, and oversee the risk management of the company and its subsidiaries to ensure it is adequate and effective.

(7) To appoint and define the roles, duties, and responsibilities of sub-committees

(8) To appoint and define the roles, duties, and responsibilities of the president as the highest-ranking executive

(9) To appoint individuals as directors or executives in subsidiary companies, and monitor the operations of subsidiary companies, requiring regular reporting of performance results.

(10) To appoint and dismiss the Company Secretary, whose duties include supporting the work of the Board of Directors, preparing and maintaining important company documents, and performing any other tasks as required by law or as assigned by the Board of Directors.

(11) To establish a written corporate governance policy, business ethics code, and anti-corruption policy, and review and ensure compliance with these policies at least once a year

(12) To monitor and ensure that business operations are conducted in the best interests of the company, all shareholders (major, minor, and institutional), and other stakeholders, including employees, customers, business partners, competitors, creditors, the community, society, and the environment, and ensure that they receive their rights as stipulated by law.

(13) To promote and support the creation of added value through innovation and technology throughout the business chain to enhance the company's competitiveness by developing the knowledge, skills, and attributes of employees at all levels to be capable in line with the organization's objectives, goals, and vision.

(14) To promote and raise awareness among all employees a sense of morality, ethics, and responsibility in performing their duties strictly in accordance with the corporate governance policy, business ethics code, and anti-corruption policy, including not misusing company assets, information, and opportunities.

9. Board of Directors' Approval Authority

(1) To consider and approve investment expenses of the Company and its subsidiaries in projects not included in the annual budget or exceeding the approved project investment budget, or exceeding other investment budgets other than project investment budgets.

(2) To consider and approve the purchase or sale of assets, acquisitions, mergers, business splits, and joint ventures with other individuals or juristic persons in accordance with the criteria and regulations of the Stock Exchange of Thailand, or with a value exceeding the approval authority of the Managing Director and the Executive Committee.

(3) To consider and approve the payment of interim dividends

(4) To consider and approve any transaction that results in the Company's capital structure having a debt-to-equity ratio exceeding 1.5:1.0.

(5) To consider and approve any transactions or actions have an impact on the company's financial position, debt obligations, business strategy, and reputation.

(6) To consider and approve any contracts that are not related to the normal course of business, or significant contracts related to the normal course of business.

(7) To consider and approve related party transactions between the company or its subsidiaries and related parties in accordance with the criteria announced by the Stock Exchange of Thailand, the Capital Market Supervisory Board, and the Securities and Exchange Commission, and transactions that do not fall under such criteria.

(8) To consider and approve significant changes to the company's policies and practices regarding accounting, risk management, and internal controls.

(9) To consider and approve salary and bonus adjustment limits or annual compensation criteria for executives and employees

(10) To consider and approve organizational restructuring at the level of president and above

(11) To consider and delegate authority to the Chairman of the Board or any one or more directors or any other person to perform any task on behalf of the Board of Directors and the Board may revoke, withdraw, change or amend such delegation of authority as it deems appropriate.

(12) Any other powers, duties, and responsibilities as required by law, regulations, rules, company bylaws, and shareholder meeting resolutions

10. Roles and Responsibilities of the Chairman of the Board

(1) To be chairman of the board of directors meeting

(2) To participate in setting meeting agendas with the Lead Independent Director

(3) To not be chairman or member of sub-committees in order to ensure the independent functioning of sub-committees

(4) To foster good relationships between executive and non-executive directors, and between directors and the company's management